

Exhibit D
Province Fees and Expenses



PROVINCE

INVOICE

11/30/2018

2360 Corporate Cir., Ste 330
Henderson, Nevada 89074
P: 702.685.5555
F: 702.685.5556

Closing Date	Invoice #
11/27/2018	84289

Bill To

Great American Capital Partners
In Re: Sears Holdings Corporation, et al.

Item	Description	Hours	Rate	Amount
Consulting - Principal	Consulting services performed by Peter Kravitz	31	835.00	25,885.00
Consulting - Principal	Consulting services performed by Paul Huygens	19.9	820.00	16,318.00
Consulting - Senior Director	Consulting services performed by Carol Cabello	40.8	590.00	24,072.00
Consulting - Senior Director	Consulting services performed by David Dachelet	15.3	580.00	8,874.00
Consulting - Senior Director	Consulting services performed by Sanjuro Kietlinski	80.3	570.00	45,771.00
Consulting - Senior Associate	Consulting services performed by Jin Lai Dong	17.8	395.00	7,031.00
Consulting - Associate	Consulting services performed by Lauren Rindner	42.8	370.00	15,836.00
Paraprofessionals	Services performed by Eric Mattson	0.2	150.00	30.00
Client Credit	50% travel discount		-9,350.00	-9,350.00
Reimb Group	Estimated Expenses		14,629.81	14,629.81
	Total Reimbursable Expenses			14,629.81
Please make checks payable to Province, Inc. Send to address above Attn: Billing		Total	\$149,096.81	
US Wire Transfers: Meadows Bank Account No: 1020039259 Wire ABA No: 122402382		Payments/Credits	\$0.00	
		Balance	\$149,096.81	

In Re: Sears Holdings Corporation, et al.

Billing Detail

November 19 - 27, 2018

Entry Date	Person	Comment	Task	Hours	Billing Rate	Amount
				248.10		\$143,817.00
11/19/2018	Paul Huygens	Admin calls re staffing and setup. Workstream call with S. Kietlinski (0.1).	Case Administration	0.50	820.00	410.00
11/19/2018	Sanjuro Kietlinski	Attended case strategy call with P. Huygens.	Case Administration	0.10	570.00	57.00
11/19/2018	Sanjuro Kietlinski	Attended strategy call with C. Cabello.	Case Administration	0.10	570.00	57.00
11/19/2018	Sanjuro Kietlinski	Corresponded with E. Mattson re: details related to engagement.	Fee/Employment Applications	0.20	570.00	114.00
11/19/2018	Paul Huygens	Attended phone call with J. Ahn, B. Louzan, P. Kravitz and S. Kietlinski to discuss engagement.	Case Administration	0.40	820.00	328.00
11/19/2018	Peter Kravitz	Attended phone call with J. Ahn, B. Louzan, S. Kietlinski and P. Huygens to discuss engagement.	Case Administration	0.30	835.00	250.50
11/19/2018	Eric Mattson	Corresponded with S. Kietlinski re: details related to engagement.	Fee/Employment Applications	0.20	150.00	30.00
11/19/2018	Carol Cabello	Call with S. Kietlinski regarding overall case strategy.	Case Administration	0.10	590.00	59.00
11/19/2018	Carol Cabello	Analyzed budget, including projected liquidity and borrowing availability.	Business Analysis / Operations	1.80	590.00	1,062.00
11/19/2018	Sanjuro Kietlinski	Reviewed the Project Blue Draft DIP Budget update.	Business Analysis / Operations	2.30	570.00	1,311.00
11/19/2018	Sanjuro Kietlinski	Reviewed the Sears Junior DIP Term Sheet.	Court Filings	2.60	570.00	1,482.00
11/19/2018	Sanjuro Kietlinski	Analyzed details re: wind down.	Business Analysis / Operations	0.50	570.00	285.00
11/19/2018	Sanjuro Kietlinski	Reviewed engagement letter.	Fee/Employment Applications	0.40	570.00	228.00
11/19/2018	Sanjuro Kietlinski	Attended phone call with J. Ahn, B. Louzan, P. Kravitz and P. Huygens to discuss engagement.	Case Administration	0.30	570.00	171.00
11/20/2018	Lauren Rindner	Conducted an in-depth analysis of the DIP budget to determine sources and uses and flow of cash.	Business Analysis / Operations	2.90	370.00	1,073.00
11/20/2018	Lauren Rindner	Constructed a Sources & Uses schedule for Sears as per S. Kietlinski's request.	Business Analysis / Operations	1.10	370.00	407.00
11/20/2018	Lauren Rindner	Analyzed the Order for the De Minimis Asset Sales and De Minimis Asset Abandonments to remain updated on case details.	Court Filings	0.40	370.00	148.00
11/20/2018	Lauren Rindner	Analyzed the Motion for Expedited Discovery of the UCC and the Subcommittee.	Court Filings	0.20	370.00	74.00
11/20/2018	Lauren Rindner	Analyzed the Final Order related to Prepetition claims of shippers, warehousemen, and other non-merchandise lien claimants.	Court Filings	0.50	370.00	185.00

11/20/2018	Lauren Rindner	Analyzed the Notice of Sale, Bidding Procedures, Auction, and Sale Hearing for the sale of Sears Home Improvement Business.	Court Filings	0.40	370.00	148.00
11/20/2018	Lauren Rindner	Analyzed the Final Order related to procedures for store closing sales and assumption of liquidation consulting agreement.	Court Filings	0.40	370.00	148.00
11/20/2018	Lauren Rindner	Analyzed the Order approving Global Bidding Procedures.	Court Filings	0.20	370.00	74.00
11/20/2018	Lauren Rindner	Analyzed the Order related to the establishment of procedures for rejection of unexpired leases.	Court Filings	0.30	370.00	111.00
11/20/2018	Lauren Rindner	Analyzed the Final Order related to Prepetition Wages and Employee Benefits.	Court Filings	0.30	370.00	111.00
11/20/2018	Lauren Rindner	Analyzed the Final Order related to Prepetition Taxes and Fees.	Court Filings	0.30	370.00	111.00
11/20/2018	Lauren Rindner	Analyzed Order related to procedures for interim compensation and reimbursement of expenses of professionals	Court Filings	0.30	370.00	111.00
11/20/2018	Lauren Rindner	Analyzed the Final Order related to establishing notification procedures and approving restrictions on certain transfers of interests in, and claims against, the debtors and claiming certain worthless stock deductions.	Court Filings	0.40	370.00	148.00
11/20/2018	Lauren Rindner	Analyzed the Order authorizing the Debtors to employ professionals used in the ordinary course of business.	Court Filings	0.30	370.00	111.00
11/20/2018	Sanjuro Kietlinski	Kickoff call with P. Huygens.	Business Analysis / Operations	0.40	570.00	228.00
11/20/2018	Paul Huygens	Kickoff call with S. Kietlinski.	Business Analysis / Operations	0.40	820.00	328.00
11/20/2018	Paul Huygens	Call with S. Kietlinski re update on diligence (0.3). Correspond with counsel re access, WGL and engagement.	Business Analysis / Operations	0.40	820.00	328.00
11/20/2018	Paul Huygens	Analyze DIP budget.	Business Analysis / Operations	1.30	820.00	1,066.00
11/20/2018	Sanjuro Kietlinski	Attended DIP discussion phone call.	Business Analysis / Operations	0.40	570.00	228.00
11/20/2018	Sanjuro Kietlinski	Attended phone call with P. Huygens to discuss diligence.	Business Analysis / Operations	0.30	570.00	171.00
11/20/2018	Sanjuro Kietlinski	Reviewed D. Dachelet comments re: engagement letter.	Fee/Employment Applications	0.10	570.00	57.00
11/20/2018	Sanjuro Kietlinski	Attended phone call with M. Comerford re: engagement.	Case Administration	0.10	570.00	57.00
11/20/2018	Sanjuro Kietlinski	Reviewed comments to engagement letter (0.1), discussed internally re: the same (0.1).	Fee/Employment Applications	0.20	570.00	114.00
11/20/2018	Sanjuro Kietlinski	Meet and discuss case strategy and workstream with J. Dong.	Business Analysis / Operations	0.70	570.00	399.00
11/20/2018	Lauren Rindner	Conducted an in-depth analysis of the DIP budget and created a dynamic financial model for utilization by the team.	Business Analysis / Operations	2.70	370.00	999.00
11/20/2018	Lauren Rindner	Analyzed the Company's historical financials to become familiar with the Company's financial performance leading to bankruptcy.	Business Analysis / Operations	0.30	370.00	111.00

11/20/2018	Lauren Rindner	Researched Seats and events leading to bankruptcy to become familiar with the case.	Business Analysis / Operations	0.50	370.00	185.00
11/20/2018	Lauren Rindner	Met with S. Kietlinski to discuss DIP Budget.	Business Analysis / Operations	0.20	370.00	74.00
11/20/2018	Peter Kravitz	Attended phone call with S. Kietlinski to discuss active workstreams.	Case Administration	0.30	835.00	250.50
11/20/2018	Sanjuro Kietlinski	Corresponded with M. Comerford re: engagement.	Case Administration	0.10	570.00	57.00
11/20/2018	Sanjuro Kietlinski	Continued DIP Budget analysis.	Business Analysis / Operations	2.70	570.00	1,539.00
11/20/2018	Sanjuro Kietlinski	Analyzed DIP Budget.	Business Analysis / Operations	3.00	570.00	1,710.00
11/20/2018	Sanjuro Kietlinski	Analyzed GACP Liquidation analysis.	Business Analysis / Operations	2.20	570.00	1,254.00
11/20/2018	Sanjuro Kietlinski	Attended phone call with P. Kravitz to discuss active workstreams.	Case Administration	0.30	570.00	171.00
11/20/2018	Sanjuro Kietlinski	Met with L. Rindner to discuss DIP Budget.	Business Analysis / Operations	0.20	570.00	114.00
11/20/2018	Sanjuro Kietlinski	Corresponded with M. Comerford re: admin matters.	Case Administration	0.10	570.00	57.00
11/20/2018	Sanjuro Kietlinski	Corresponded with J. Ahn re: admin matters.	Case Administration	0.10	570.00	57.00
11/20/2018	Sanjuro Kietlinski	Downloaded and reviewed Lazard data room.	Case Administration	1.40	570.00	798.00
11/20/2018	Sanjuro Kietlinski	Corresponded with P. Huygens re: DIP Budget.	Business Analysis / Operations	0.10	570.00	57.00
11/20/2018	Jin Lai Dong	Meet and discuss case strategy and workstream with S. Kietlinski.	Business Analysis / Operations	0.70	395.00	276.50
11/21/2018	Sanjuro Kietlinski	Attended conference call with M. Shields and P. Huygens.	Business Analysis / Operations	0.60	570.00	342.00
11/21/2018	Sanjuro Kietlinski	Corresponded with M. Shields.	Business Analysis / Operations	0.10	570.00	57.00
11/21/2018	Sanjuro Kietlinski	Drafted kickoff email to MIII.	Case Administration	0.10	570.00	57.00
11/21/2018	Sanjuro Kietlinski	Attended phone call with P. Huygens and Farallon.	Business Analysis / Operations	0.80	570.00	456.00
11/21/2018	Sanjuro Kietlinski	Drafted email to P. Huygens re: DIP Review and open questions.	Business Analysis / Operations	0.50	570.00	285.00
11/21/2018	Sanjuro Kietlinski	Corresponded with P. Huygens re: Visa/Mastercard Litigation.	Business Analysis / Operations	0.10	570.00	57.00
11/21/2018	Sanjuro Kietlinski	Corresponded with M. Comerford re: admin matters.	Case Administration	0.10	570.00	57.00
11/21/2018	Lauren Rindner	Formatted and finalized a Sources & Uses schedule as per S. Kietlinski's request.	Business Analysis / Operations	0.80	370.00	296.00
11/21/2018	Lauren Rindner	Downloaded and organized dockets for utilization by the team.	Court Filings	0.40	370.00	148.00
11/21/2018	Lauren Rindner	Reviewed the Debtwire Case Profile to become familiar with the case.	Case Administration	0.70	370.00	259.00
11/21/2018	Carol Cabello	Participated in phone call with P. Huygens, P. Kravitz and S. Kietlinski to plan strategy workstreams.	Business Analysis / Operations	0.50	590.00	295.00
11/21/2018	Carol Cabello	Analyzed latest draft of DIP budget and changes in assumptions.	Business Analysis / Operations	1.80	590.00	1,062.00

11/21/2018	Carol Cabello	Evaluated junior collateral, including support and estimates from Debtors' advisors.	Financing Activities	1.60	590.00	944.00
11/21/2018	Carol Cabello	Continued to review collateral support, specifically valuation appraisals, A/R and other assets.	Financing Activities	1.10	590.00	649.00
11/21/2018	Peter Kravitz	Attended working call re: real estate diligence.	Business Analysis / Operations	0.90	835.00	751.50
11/21/2018	Peter Kravitz	Analyze debtor entity list for collateral issues.	Business Analysis / Operations	0.40	835.00	334.00
11/21/2018	Peter Kravitz	Analyze second day summary.	Business Analysis / Operations	0.30	835.00	250.50
11/21/2018	Lauren Rindner	Analyzed the Final Order related to the payment of Critical Vendors.	Court Filings	0.60	370.00	222.00
11/21/2018	Lauren Rindner	Analyzed the Order extending time to assume or reject unexpired leases.	Court Filings	0.30	370.00	111.00
11/21/2018	Lauren Rindner	Analyzed the Motion related to the Debtors' incentive and retention programs for certain key employees.	Court Filings	0.50	370.00	185.00
11/21/2018	Lauren Rindner	Analyzed the UCC's objection to the Debtors' DIP financing motion and cash management motion.	Court Filings	0.70	370.00	259.00
11/21/2018	Lauren Rindner	Reviewed the Cash Management Motion to become familiar with First Day Motions.	Court Filings	0.50	370.00	185.00
11/21/2018	Lauren Rindner	Reviewed the Motion related to Trust Fund Programs.	Court Filings	0.40	370.00	148.00
11/21/2018	Lauren Rindner	Reviewed the Motion related to Customer Programs.	Court Filings	0.30	370.00	111.00
11/21/2018	Lauren Rindner	Reviewed the motion related to lease rejections.	Court Filings	0.40	370.00	148.00
11/21/2018	Lauren Rindner	Reviewed the Motion related to the payment of Shippers, Warehousemen, and other non-merchant lien claimants.	Court Filings	0.50	370.00	185.00
11/21/2018	Paul Huygens	Prep (0.2) and participate in real estate call with PH, GACP and Farallon.	Business Analysis / Operations	1.40	820.00	1,148.00
11/21/2018	Paul Huygens	Call with S. Kietlinski re: DIP budget workstreams.	Business Analysis / Operations	1.30	820.00	1,066.00
11/21/2018	Paul Huygens	Participate in call with GA and S. Kietlinski re: DIP budget analysis.	Business Analysis / Operations	0.50	820.00	410.00
11/21/2018	Paul Huygens	Conference call with Farallon and S. Kietlinski re concerns and value baskets (0.8). Follow up and planning call with S. Kietlinski, C. Cabello and P. Kravitz after (0.5).	Business Analysis / Operations	1.30	820.00	1,066.00
11/21/2018	Paul Huygens	Review summary of second day motions and confer re same. Review commentary on senior DIP discussions and intercreditor.	Court Filings	0.80	820.00	656.00
11/21/2018	Paul Huygens	Attended conference call with M. Shields and S. Kietlinski.	Business Analysis / Operations	0.60	820.00	492.00
11/21/2018	Peter Kravitz	Confer with counsel re: data access.	Business Analysis / Operations	0.10	835.00	83.50
11/21/2018	Lauren Rindner	Reviewed Debtwire case updates to remain updated on case details.	Case Administration	0.40	370.00	148.00
11/21/2018	Lauren Rindner	Reviewed the Store Closing Sales Motion.	Court Filings	0.40	370.00	148.00
11/21/2018	Lauren Rindner	Analyzed the Senior DIP terms to become familiar with the case and the proposed facility.	Court Filings	2.10	370.00	777.00

11/21/2018	Lauren Rindner	Reviewed the Professionals Retained to become familiar with the various stakeholders and professionals involved in the case.	Court Filings	0.20	370.00	74.00
11/21/2018	Lauren Rindner	Analyzed the Prepetition Capital Structure to become familiar with the case and the Company's financial state prior to bankruptcy.	Business Analysis / Operations	1.80	370.00	666.00
11/21/2018	Lauren Rindner	Analyzed the Company's top unsecured claims to become familiar with case details.	Claims Analysis and Objections	0.30	370.00	111.00
11/21/2018	Sanjuro Kietlinski	Attended follow up phone call with P. Huygens, P. Kravitz and C. Cabello to strategize.	Business Analysis / Operations	0.50	570.00	285.00
11/21/2018	Sanjuro Kietlinski	Attended conference call with GACP and PH re: DIP budget..	Business Analysis / Operations	0.50	570.00	285.00
11/21/2018	Sanjuro Kietlinski	Call with P. Huygens re: DIP budget workstreams.	Business Analysis / Operations	1.30	570.00	741.00
11/21/2018	Carol Cabello	Commenced review of MIII data room, including DIP marketing materials.	Financing Activities	2.20	590.00	1,298.00
11/21/2018	Carol Cabello	Continued analyzing DIP budget, including borrowing base changes.	Business Analysis / Operations	1.70	590.00	1,003.00
11/22/2018	David Dachelet	Begin review of draft Junior DIP collateral package perfection certificate schedules in aid to financing package review.	Financing Activities	0.80	580.00	464.00
11/22/2018	David Dachelet	Begin review of draft Interim Order (PH 11-20) in re: Jr DIP financing; draft notes regarding same.	Financing Activities	0.60	580.00	348.00
11/22/2018	Paul Huygens	Review and comment on UCC DIP comments/asks.	Business Analysis / Operations	0.50	820.00	410.00
11/22/2018	Paul Huygens	Gather info and correspond re Visa/MC lit value.	Litigation	0.40	820.00	328.00
11/22/2018	Paul Huygens	Correspond with MIII and S. Kietlinski re diligence requests.	Business Analysis / Operations	0.20	820.00	164.00
11/22/2018	Lauren Rindner	Analyzed the Province's Consulting Agreement to become familiar with various aspects of the case.	Fee/Employment Applications	0.40	370.00	148.00
11/22/2018	Lauren Rindner	Reviewed information related to lease rejections and store closures to become familiarized with the case.	Business Analysis / Operations	1.30	370.00	481.00
11/22/2018	Lauren Rindner	Researched shareholder complaints, lawsuits, and transactions to become familiar with various aspects that might affect the case.	Litigation	2.90	370.00	1,073.00
11/22/2018	Lauren Rindner	Continued researching shareholder complaints, lawsuits, and transactions to become familiar with various aspects that might affect the case.	Litigation	0.80	370.00	296.00
11/22/2018	Lauren Rindner	Reviewed the First Day Declaration and related materials to become familiarized with the background, company overview, and other considerations related to the case.	Court Filings	2.90	370.00	1,073.00
11/22/2018	Lauren Rindner	Reviewed Interim and Final Orders to extract updates to the First Day Motions and remain updated on case details.	Court Filings	1.50	370.00	555.00
11/22/2018	Lauren Rindner	Researched information related to the Company's transactions and conduct prior to bankruptcy to become familiar with components that might affect the case.	Business Analysis / Operations	1.50	370.00	555.00
11/22/2018	Peter Kravitz	Analyze DIP budget comments.	Business Analysis / Operations	0.30	835.00	250.50

11/22/2018	Peter Kravitz	Correspond with Province team re: budget supplementation.	Business Analysis / Operations	0.20	835.00	167.00
11/23/2018	David Dachelet	Telephone call with Province team regarding work streams for Jr DIP financing diligence.	Financing Activities	0.40	580.00	232.00
11/23/2018	David Dachelet	Review of GACP DIP term sheet for operative deal points; draft notes relative to same.	Financing Activities	1.40	580.00	812.00
11/23/2018	David Dachelet	Continue review of draft Jr DIP Interim Order (v PH 11-20) relative to active workstreams; draft notes relative to same.	Financing Activities	1.70	580.00	986.00
11/23/2018	Jin Lai Dong	Read multiple email correspondence between Province team members regarding case strategy and analysis.	Business Analysis / Operations	0.30	395.00	118.50
11/23/2018	Lauren Rindner	Reviewed case updates on Debtwire to remain updated on case information.	Case Administration	0.40	370.00	148.00
11/23/2018	Sanjuro Kietlinski	Reviewed the data room for key items.	Business Analysis / Operations	2.10	570.00	1,197.00
11/23/2018	Sanjuro Kietlinski	Analyzed the DIP model.	Business Analysis / Operations	1.80	570.00	1,026.00
11/23/2018	Sanjuro Kietlinski	Corresponded with L. Rindner re: relevant workstreams.	Case Administration	0.10	570.00	57.00
11/23/2018	Sanjuro Kietlinski	Attended phone call with P. Huygens to discuss active workstreams.	Business Analysis / Operations	0.50	570.00	285.00
11/23/2018	Sanjuro Kietlinski	Attended phone call with C. Cabello to discuss open workstreams.	Business Analysis / Operations	0.10	570.00	57.00
11/23/2018	Sanjuro Kietlinski	Attended phone call with C. Adams to discuss DIP and wind down.	Business Analysis / Operations	0.30	570.00	171.00
11/23/2018	Carol Cabello	Reviewed latest draft of credit documents, including schedules.	Financing Activities	2.10	590.00	1,239.00
11/23/2018	Carol Cabello	Call with S. Kietlinski to discuss and plan workstreams.	Business Analysis / Operations	0.10	590.00	59.00
11/23/2018	Carol Cabello	Attended call with MIII and Province teams to discuss performance to date, wind down and value of collateral.	Business Analysis / Operations	0.60	590.00	354.00
11/23/2018	Peter Kravitz	Review email correspondence re: process update.	Case Administration	0.20	835.00	167.00
11/23/2018	Lauren Rindner	Analyzed the Order extending certain orders to be made applicable to additional Debtors.	Court Filings	0.40	370.00	148.00
11/23/2018	Lauren Rindner	Analyzed objections related to post petition financing and use of cash collateral.	Court Filings	0.40	370.00	148.00
11/23/2018	Sanjuro Kietlinski	Attended follow up phone call with P. Huygens re: M3 call.	Business Analysis / Operations	0.10	570.00	57.00
11/23/2018	Sanjuro Kietlinski	Attended phone call with M. Shields re: engagement.	Case Administration	0.20	570.00	114.00
11/23/2018	Sanjuro Kietlinski	Attended kickoff call with Lazard and Province teams.	Business Analysis / Operations	0.50	570.00	285.00
11/23/2018	Sanjuro Kietlinski	Attended conference call with MIII re: performance to date and value of collateral.	Business Analysis / Operations	0.50	570.00	285.00
11/23/2018	Sanjuro Kietlinski	Attended phone call with B. Gallagher to discuss real estate.	Business Analysis / Operations	0.50	570.00	285.00
11/23/2018	Sanjuro Kietlinski	Participate in internal workstream call with P. Huygens and D. Dachelet. Loop on M. Shields re same.	Business Analysis / Operations	0.50	570.00	285.00

11/23/2018	David Dachelet	Conference call with Province team and Lazard team regarding due diligence items for Jr DIP financing package; prep for same (0.2).	Financing Activities	0.70	580.00	406.00
11/23/2018	David Dachelet	Conference call with Province team and M3 Partners regarding Jr DIP diligence items.	Business Analysis / Operations	0.60	580.00	348.00
11/23/2018	David Dachelet	Correspondence with Province team regarding findings on growing concern sale analysis and status of Jr DIP loan documents.	Case Administration	0.30	580.00	174.00
11/23/2018	David Dachelet	Participate in internal workstream call with S. Kietlinski and P. Huygens. Loop on M. Shields re same.	Business Analysis / Operations	0.50	580.00	290.00
11/23/2018	Paul Huygens	Prepare questions (0.3) and participate in call with Lazard and Province team.	Business Analysis / Operations	0.80	820.00	656.00
11/23/2018	Paul Huygens	Call with D. Dachelet and S. Kietlinski to download from Lazard and to walk thru liquidation waterfall (0.5). Scan M3 data room (0.5).	Business Analysis / Operations	1.00	820.00	820.00
11/23/2018	Paul Huygens	Participate in Jr DIP group call re employee claim issues.	Business Analysis / Operations	1.00	820.00	820.00
11/23/2018	Paul Huygens	Participate in internal workstream call with S. Kietlinski and D. Dachelet. Loop on M. Shields re same.	Business Analysis / Operations	0.50	820.00	410.00
11/23/2018	Paul Huygens	Conference call with M3 and Province teams to talk thru performance to date, wind down and potential values (0.6). Follow up with S. Kietlinski after.	Business Analysis / Operations	0.70	820.00	574.00
11/23/2018	Paul Huygens	Review and correspond with S. Kietlinski re wind down budget.	Business Analysis / Operations	0.60	820.00	492.00
11/23/2018	Paul Huygens	Review and correspond re carve out increase.	Business Analysis / Operations	0.30	820.00	246.00
11/23/2018	Paul Huygens	Update call with S. Kietlinski re: active workstreams.	Business Analysis / Operations	0.50	820.00	410.00
11/23/2018	Paul Huygens	Review and correspond re outstanding diligence (requests, receipts, open, etc.).	Business Analysis / Operations	0.40	820.00	328.00
11/23/2018	Peter Kravitz	Analyzed real estate data request.	Business Analysis / Operations	0.30	835.00	250.50
11/23/2018	Jin Lai Dong	Read the declaration of R. Riecker to better understand the case.	Court Filings	2.60	395.00	1,027.00
11/23/2018	Lauren Rindner	Analyzed Junior DIP terms to become familiar with the facility and terms.	Financing Activities	2.90	370.00	1,073.00
11/23/2018	Lauren Rindner	Conducted an in-depth analysis of the initially proposed Junior DIP terms as compared to the newly proposed Junior DIP terms to extract information related to material changes in terms.	Financing Activities	1.80	370.00	666.00
11/23/2018	Lauren Rindner	Reviewed contents of the intralink folder to become familiar with the provided information.	Business Analysis / Operations	0.30	370.00	111.00
11/23/2018	Lauren Rindner	Reviewed information related to the Company's ongoing litigation to become familiar with aspects that might affect the case.	Litigation	0.40	370.00	148.00
11/23/2018	Lauren Rindner	Reviewed Sears Home Services' CIM to become familiar with the business unit and sale process.	Business Analysis / Operations	1.90	370.00	703.00
11/24/2018	David Dachelet	Begin review of draft Guarantee and Collateral Agreement relative to operative collateral package and priorities relative to same.	Financing Activities	0.50	580.00	290.00

11/24/2018	David Dachelet	Analysis of creditor groups and priorities impacting Jr DIP Collateral value and waterfall to client; draft priorities waterfall relative to same.	Financing Activities	0.50	580.00	290.00
11/24/2018	David Dachelet	Review and revise prior analysis relative to draft Jr DIP Interim Order revisions (PH 11-24); correspondence with PH counsel regarding same.	Financing Activities	0.80	580.00	464.00
11/24/2018	Carol Cabello	Prepared initial draft estimate of liquidation analysis with limited information available.	Business Analysis / Operations	1.50	590.00	885.00
11/24/2018	Sanjuro Kietlinski	Reviewed Junior DIP Order.	Court Filings	3.30	570.00	1,881.00
11/24/2018	Sanjuro Kietlinski	Corresponded with P. Huygens re: data room and analysis.	Business Analysis / Operations	0.10	570.00	57.00
11/24/2018	Sanjuro Kietlinski	Reviewed D. Dachelet notes to Junior DIP Order.	Court Filings	0.60	570.00	342.00
11/24/2018	David Dachelet	Begin review of draft Intercreditor Agreement; draft notes relative to same.	Financing Activities	1.20	580.00	696.00
11/24/2018	Sanjuro Kietlinski	Corresponded with M. Shields and J. Ahn re: DIP Budget.	Business Analysis / Operations	0.10	570.00	57.00
11/24/2018	Sanjuro Kietlinski	Corresponded with B. Gallagher re: real estate.	Business Analysis / Operations	0.10	570.00	57.00
11/24/2018	Sanjuro Kietlinski	Drafted collateral package summary.	Business Analysis / Operations	0.30	570.00	171.00
11/24/2018	Sanjuro Kietlinski	Corresponded with C. Cabello and P. Huygens re: collateral package summary.	Business Analysis / Operations	0.10	570.00	57.00
11/24/2018	Sanjuro Kietlinski	Analyzed Sears Inventory appraisal report.	Business Analysis / Operations	1.60	570.00	912.00
11/24/2018	Sanjuro Kietlinski	Analyzed Sears real estate breakout.	Business Analysis / Operations	1.90	570.00	1,083.00
11/24/2018	Paul Huygens	Correspond re open diligence.	Business Analysis / Operations	0.30	820.00	246.00
11/24/2018	Paul Huygens	Review and correspond re collateral priority cheat sheet.	Business Analysis / Operations	0.30	820.00	246.00
11/24/2018	David Dachelet	Begin review of draft Jr DIP Credit Agreement.	Financing Activities	1.40	580.00	812.00
11/24/2018	Sanjuro Kietlinski	Reviewed PBGC Claims summary.	Claims Analysis and Objections	0.40	570.00	228.00
11/24/2018	Sanjuro Kietlinski	Drilled down on collateral packages for Senior and Junior DIP facilities.	Financing Activities	0.50	570.00	285.00
11/24/2018	Sanjuro Kietlinski	Reviewed contents of data room for population of hot dox folder.	Business Analysis / Operations	2.30	570.00	1,311.00
11/24/2018	Sanjuro Kietlinski	Analyzed October 29 Project Blue DIP Financing Materials.	Financing Activities	2.80	570.00	1,596.00
11/25/2018	David Dachelet	Review ABL DIP Motion relative to collateral packages and relative priorities.	Financing Activities	1.30	580.00	754.00
11/25/2018	David Dachelet	Various correspondence with PH regarding Jr DIP Loan Document issues.	Financing Activities	0.30	580.00	174.00
11/25/2018	Sanjuro Kietlinski	Analyzed updated DIP Budget prepared by MIII.	Business Analysis / Operations	2.70	570.00	1,539.00
11/25/2018	Sanjuro Kietlinski	Overlaid (1.3) and analyzed (0.3) changes to DIP Budget.	Business Analysis / Operations	1.60	570.00	912.00
11/25/2018	Sanjuro Kietlinski	Reviewed redlines to the DIP Term Loan Interim Order.	Court Filings	1.30	570.00	741.00

11/25/2018	Sanjuro Kietlinski	Reviewed the DIP Guarantee and Collateral Agreement.	Court Filings	2.30	570.00	1,311.00
11/25/2018	Sanjuro Kietlinski	Reviewed the DIP Intercreditor Agreement.	Court Filings	1.20	570.00	684.00
11/25/2018	Carol Cabello	Travel from LA to NYC for MIII meeting and Junior DIP hearing.	Travel Time	6.50	590.00	3,835.00
11/25/2018	Sanjuro Kietlinski	Reviewed the Global Bid Process Letter.	Court Filings	1.10	570.00	627.00
11/25/2018	Sanjuro Kietlinski	Analyzed DIP Budget Variance Reports to-date.	Business Analysis / Operations	1.10	570.00	627.00
11/25/2018	Carol Cabello	Read and reviewed Tiger inventory appraisal, including seasonality in NOLV estimates and potential impact in a full liquidation scenario.	Business Analysis / Operations	1.20	590.00	708.00
11/25/2018	Paul Huygens	Call with C. Cabello re workstream update.	Business Analysis / Operations	0.20	820.00	164.00
11/25/2018	Paul Huygens	Correspond with GACP and Province teams re budget analysis and questions.	Business Analysis / Operations	0.30	820.00	246.00
11/25/2018	Paul Huygens	Review and confer re DIP agreement comments/questions.	Business Analysis / Operations	0.30	820.00	246.00
11/25/2018	Peter Kravitz	Travel to New York for in person meetings and DIP hearing.	Travel Time	6.50	835.00	5,427.50
11/25/2018	Sanjuro Kietlinski	Traveled from FLL to NYC to attend meetings and DIP hearing.	Travel Time	5.00	570.00	2,850.00
11/25/2018	Carol Cabello	Call with P. Huygens re workstream update.	Business Analysis / Operations	0.20	590.00	118.00
11/25/2018	David Dachelet	Continue review of Jr DIP loan document package and revised Interim Order for analysis of collateral package, priorities, and effect on waterfall under going concern sale, liquidation, etc.	Financing Activities	2.30	580.00	1,334.00
11/25/2018	Carol Cabello	Evaluated estimate of administrative claims as it impacts waterfall.	Claims Analysis and Objections	1.10	590.00	649.00
11/26/2018	Carol Cabello	Meeting with MIII team (partial) and Province team to discuss budget and collateral.	Business Analysis / Operations	3.50	590.00	2,065.00
11/26/2018	Jin Lai Dong	Attend the meeting at MIII offices with C. Adams and other Province members to discuss the budget and collateral issues.	Business Analysis / Operations	3.50	395.00	1,382.50
11/26/2018	Jin Lai Dong	Attend group working call with Debtors and professionals.	Business Analysis / Operations	1.20	395.00	474.00
11/26/2018	Jin Lai Dong	Meet with M. Shields and the Province team to further discuss budget and collateral issues.	Business Analysis / Operations	0.40	395.00	158.00
11/26/2018	Jin Lai Dong	Review relevant files and prep for GACP/MIII meetings with drafting of agenda and issues lists.	Business Analysis / Operations	1.30	395.00	513.50
11/26/2018	Peter Kravitz	Analyzed revised credit agreement and related documents	Financing Activities	0.80	835.00	668.00
11/26/2018	Peter Kravitz	Attended working group meeting at PH offices with GACP and counsel in prep for junior DIP hearing.	Financing Activities	3.20	835.00	2,672.00
11/26/2018	Peter Kravitz	Attended working meeting at m3 re: budget and collateral issues.	Business Analysis / Operations	3.50	835.00	2,922.50
11/26/2018	Peter Kravitz	Attended subsequent working group meeting at PH offices with counsel and GACP; confer with other group participants re: diligence issues.	Business Analysis / Operations	2.10	835.00	1,753.50

11/26/2018	Peter Kravitz	Attended working group call with debtors and their professionals.	Business Analysis / Operations	1.20	835.00	1,002.00
11/26/2018	Peter Kravitz	Meeting with M. Shields (GACP) re: budget and collateral issues.	Business Analysis / Operations	0.40	835.00	334.00
11/26/2018	Peter Kravitz	Participated in internal strategy recap discussion.	Case Administration	0.20	835.00	167.00
11/26/2018	Paul Huygens	Call with P. Kravitz to download from the days analysis and discuss workstreams for the next several days.	Business Analysis / Operations	0.40	820.00	328.00
11/26/2018	Paul Huygens	Review meeting notes and liquidation estimate. Call with P. Kravitz re update on meetings with MIII and analysis received and ongoing (0.2).	Business Analysis / Operations	0.40	820.00	328.00
11/26/2018	Paul Huygens	Correspond with team re budget questions.	Business Analysis / Operations	0.20	820.00	164.00
11/26/2018	Peter Kravitz	Call with P. Huygens to download from the days analysis and discuss workstreams for the next several days.	Business Analysis / Operations	0.40	835.00	334.00
11/26/2018	Peter Kravitz	Call with P. Huygens re update on meetings with MIII and analysis received and ongoing.	Business Analysis / Operations	0.20	835.00	167.00
11/26/2018	Carol Cabello	Meeting with GACP and Province team to discuss collateral and budget in advance of hearing.	Business Analysis / Operations	3.20	590.00	1,888.00
11/26/2018	Sanjuro Kietlinski	Attended the group meeting at PH offices with GACP, Counsel and other Province members to prep for Junior DIP Hearing.	Business Analysis / Operations	3.20	570.00	1,824.00
11/26/2018	Sanjuro Kietlinski	Attended the meeting at MIII offices with C. Adams and other Province members to discuss the budget and collateral issues.	Business Analysis / Operations	3.50	570.00	1,995.00
11/26/2018	Sanjuro Kietlinski	Attended subsequent working group meeting at PH office with counsel, GACP and other Province members to participate in diligence discussions.	Business Analysis / Operations	2.10	570.00	1,197.00
11/26/2018	Jin Lai Dong	Attend the group meeting at PH offices with GACP, Counsel and Province members to prep for Junior DIP Hearing.	Business Analysis / Operations	3.20	395.00	1,264.00
11/26/2018	Jin Lai Dong	Attend subsequent working group meeting at PH office with counsel, GACP and other Province members to participate in diligence discussions.	Business Analysis / Operations	2.10	395.00	829.50
11/26/2018	Sanjuro Kietlinski	Attended group working call with Debtors and professionals.	Business Analysis / Operations	1.20	570.00	684.00
11/26/2018	Sanjuro Kietlinski	Met with M. Shields and the Province team to further discuss budget and collateral issues.	Business Analysis / Operations	0.40	570.00	228.00
11/26/2018	Sanjuro Kietlinski	Prepped for GACP/MIII meetings with drafting of agenda and issues lists.	Business Analysis / Operations	1.30	570.00	741.00
11/26/2018	Carol Cabello	Working meeting with M. Shields and the Province team to download and discuss wind down budget and meeting with MIII.	Business Analysis / Operations	0.40	590.00	236.00
11/26/2018	Carol Cabello	Follow up meetings and discussions with counsel, GACP and Province team regarding diligence, and open issues related to the DIP agreements.	Business Analysis / Operations	2.10	590.00	1,239.00
11/26/2018	Carol Cabello	Continued to analyze and consider data points discussed with MIII regarding wind down and collateral pool.	Business Analysis / Operations	0.50	590.00	295.00
11/27/2018	Carol Cabello	Travel to, participate in discussions at and attend hearing on Junior DIP.	Court Hearings	4.00	590.00	2,360.00

11/27/2018	Carol Cabello	Reviewed open issues list with respect to credit agreement.	Financing Activities	0.60	590.00	354.00
11/27/2018	Sanjuro Kietlinski	Met with P. Kravitz, C. Cabello and J. Dong at PH offices prior to the Junior DIP Hearing.	Business Analysis / Operations	2.50	570.00	1,425.00
11/27/2018	Peter Kravitz	Attended meeting at PH offices re: hearing prep.	Business Analysis / Operations	2.50	835.00	2,087.50
11/27/2018	Peter Kravitz	Call with P. Huygens re update on meetings with MIII and analysis received and ongoing.	Business Analysis / Operations	0.20	835.00	167.00
11/27/2018	Paul Huygens	Review committee DIP objection and correspondence related thereto (0.9). Call with P. Kravitz re update on meetings with MIII and analysis received and ongoing (0.2).	Business Analysis / Operations	1.10	820.00	902.00
11/27/2018	Paul Huygens	Review and correspond re outstanding real estate requests and limited production re same.	Business Analysis / Operations	0.60	820.00	492.00
11/27/2018	Jin Lai Dong	Attend meeting with Province, GACP and Counsel teams at PH office.	Business Analysis / Operations	2.50	395.00	987.50
11/27/2018	Carol Cabello	Traveled from NYC to White Plains for the Junior DIP Hearing.	Travel Time	0.50	590.00	295.00
11/27/2018	Carol Cabello	Traveled from White Plains to NYC for the Junior DIP Hearing.	Travel Time	0.50	590.00	295.00
11/27/2018	Sanjuro Kietlinski	Attended the Junior DIP Hearing with C. Cabello and members of the GACP team.	Court Hearings	4.00	570.00	2,280.00
11/27/2018	Sanjuro Kietlinski	Traveled from NYC to White Plains for the Junior DIP Hearing.	Travel Time	0.50	570.00	285.00
11/27/2018	Sanjuro Kietlinski	Traveled from White Plains to NYC for the Junior DIP Hearing.	Travel Time	0.50	570.00	285.00
11/27/2018	Peter Kravitz	Return travel following meetings.	Travel Time	6.50	835.00	5,427.50
11/27/2018	Carol Cabello	Read and considered Committee objection to DIP financing in advance of hearing.	Court Filings	0.60	590.00	354.00
11/27/2018	Carol Cabello	Prepared follow-up diligence request and question list to the wind down budget and sent to team.	Business Analysis / Operations	0.80	590.00	472.00